

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

|                                |   |  |                                     |
|--------------------------------|---|--|-------------------------------------|
| SUBMISSION TYPE:               | NEW ASSIGNMENT  |  |                                     |
| NATURE OF CONVEYANCE:          | Notice of Grant of Security Interest in Trademarks              |  |                                     |
| CONVEYING PARTY DATA           |   |  |                                     |
| Name                           | Formerly  | Execution Date                           | Entity Type                         |
| Alvarez & Marsal Holdings, LLC |   | 06/18/2013                               | LIMITED LIABILITY COMPANY: DELAWARE |
| RECEIVING PARTY DATA           |   |  |                                     |
| Name:                          | Wells Fargo Bank, National Association, as Administrative Agent |  |                                     |
| Street Address:                | 1525 West W.T. Harris Blvd.                                     |  |                                     |
| Internal Address:              | MAC D1109-019   |  |                                     |
| City:                          | Charlotte   |  |                                     |
| State/Country:                 | NORTH CAROLINA  |  |                                     |
| Postal Code:                   | 28262   |  |                                     |
| Entity Type:                   | a national banking association: UNITED STATES                   |  |                                     |
| PROPERTY NUMBERS Total: 21     |   |  |                                     |
| Property Type                  | Number  | Word Mark                                |                                     |
| Registration Number:           | 4238841   | AM A&M                                   |                                     |
| Registration Number:           | 4339925   | ALVAREZ & MARSAL REASOURCE               |                                     |
| Registration Number:           | 4339926   | A&M REASOURCE                            |                                     |
| Registration Number:           | 4333075   | REASOURCE                                |                                     |
| Serial Number:                 | 85665948  | ALVAREZ & MARSAL REAL ESTATE COMPANY BLU |                                     |
| Serial Number:                 | 85665953  | A&M REAL ESTATE COMPANY BLUEPRINT        |                                     |
| Serial Number:                 | 85682796  | A&M PROFITAGILITY                        |                                     |
| Serial Number:                 | 85682866  | ALVAREZ & MARSAL PROFITAGILITY           |                                     |
| Serial Number:                 | 85682890  | PROFITAGILITY                            |                                     |
| Serial Number:                 | 85732055  | ALVAREZ & MARSAL WOLVERINE ASSURANCE COM |                                     |
| Serial Number:                 | 85732059  | A&M WOLVERINE ASSURANCE COMPANY          |                                     |
| Serial Number:                 | 85760904  | ALVAREZ & MARSAL PROCUREMENT PERFORMANCE |                                     |
| Serial Number:                 | 85760930  | A&M PROCUREMENT PERFORMANCE IMPROVEMENT  |                                     |

TRADEMARK

|                |          |  |
|----------------|----------|--|
| Serial Number: | 85841214 | RISKASTUTE                               |
| Serial Number: | 85864805 | A&M CRISIS CONCIERGE                     |
| Serial Number: | 85864809 | ALVAREZ & MARSAL CRISIS CONCIERGE        |
| Serial Number: | 85868445 | M ALVAREZ & MARSAL CAPITAL PARTNERS      |
| Serial Number: | 85868491 | ALVAREZ & MARSAL CAPITAL PARTNERS        |
| Serial Number: | 85868714 | ALVAREZ & MARSAL TAX TECHNOLOGY SOLUTION |
| Serial Number: | 85868720 | A&M TAX TECHNOLOGY SOLUTIONS             |
| Serial Number: | 85933777 | KRITOS                                   |

#### CORRESPONDENCE DATA

Fax Number: 7043738822

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 704-373-4640

Email: bsmith@mcguirewoods.com

Correspondent Name: Betty G. Smith, Senior Paralegal

Address Line 1: McGuireWoods LLP, 201 N. Tryon St.

Address Line 2: Suite 3000

Address Line 4: Charlotte, NORTH CAROLINA 28202

|                         |                  |
|-------------------------|------------------|
| ATTORNEY DOCKET NUMBER: | 2029724-0515     |
| NAME OF SUBMITTER:      | Betty G. Smith   |
| Signature:              | /Betty G. Smith/ |
| Date:                   | 06/21/2013       |

#### Total Attachments: 6

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**NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS**

June 18, 2013

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Collateral Agreement dated as of December 16, 2010 (as reaffirmed by Reaffirmation Agreement and Amendment dated as June 18, 2013 and as further amended, restated, supplemented or otherwise modified from time to time, the “Agreement”) among the Grantor (as identified on the signature page attached hereto), the other grantors party thereto and the Administrative Agent for the Secured Parties, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the Trademarks, including the United States Trademarks on Schedule 1 hereto (the “Trademark Collateral”) to the Administrative Agent for the ratable benefit of the Secured Parties. Terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Agreement.

The Grantor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the grant of a security interest in the Trademark Collateral (a) may only be terminated in accordance with the terms of the Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

This Notice of Grant of Security Interest in Trademarks has been entered into in conjunction with the provisions of the Agreement. The Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

[Signature page follows]


**GRANTOR:**

600 Madison Avenue 8<sup>th</sup> Floor  
New York, New York 10022

Jurisdiction of Organization:  
Delaware

Very truly yours,

ALVAREZ & MARSAL HOLDINGS, LLC


By:   
Name: Joel A. Poretsky  
Title: Vice President

**ADMINISTRATIVE AGENT:**

1525 West W.T. Harris Boulevard  
MAC D1109-019  
Charlotte, North Carolina 28262


Acknowledged and accepted:

WELLS FARGO BANK, NATIONAL  
ASSOCIATION

By:   
Name: Daniel Clarke  
Title: Senior Vice President

SCHEDULE 1

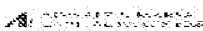
TRADEMARKS

| <u>Trademark No.</u> | <u>Trademark Serial Number</u> | <u>Description of Trademark Item</u>   | <u>Registration Date of Trademark</u> |
|----------------------|--------------------------------|--|---------------------------------------|
| 4238841              | 85/398333                      |  | November 6, 2012                      |
| 4339925              | 85/623293                      | ALVAREZ & MARSAL REASOURCE   | May 21, 2013                          |
| 4339926              | 85/623306                      | A&M REASOURCE  | May 21, 2013                          |
| 4333075              | 85/623315                      | REASOURCE  | May 7, 2013                           |

TRADEMARK APPLICATIONS

| <u>Trademark Applications No.</u> | <u>Description of Trademark Applied for</u>    | <u>Date of Trademark Applications</u> |
|-----------------------------------|--|---------------------------------------|
| 85/665948                         | ALVAREZ & MARSAL REAL ESTATE COMPANY BLUEPRINT | June 29, 2012                         |
| 85/665953                         | A&M REAL ESTATE COMPANY BLUEPRINT              | June 29, 2012                         |

| Trademark Applications<br>No. | Description of<br>Trademark Applied for                    | Date of<br>Trademark Applications |
|-------------------------------|--|-----------------------------------|
| 85/682796                     | A&M PROFITAGILITY  | July 20, 2012                     |
| 85/682866                     | ALVAREZ & MARSAL<br>PROFITAGILITY                          | July 20, 2012                     |
| 85/682890                     | PROFITAGILITY  | July 20, 2012                     |
| 85/732055                     | ALVAREZ & MARSAL WOLVERINE<br>ASSURANCE COMPANY            | September 18, 2012                |
| 85/732059                     | A&M WOLVERINE ASSURANCE<br>COMPANY                         | September 18, 2012                |
| 85/760904                     | ALVAREZ & MARSAL<br>PROCUREMENT PERFORMANCE<br>IMPROVEMENT | October 23, 2012                  |
| 85/760930                     | A&M PROCUREMENT<br>PERFORMANCE IMPROVEMENT                 | October 23, 2012                  |
| 85/841214                     | RISKASTUTE   | February 5, 2013                  |

| Trademark Applications<br>No. | Description of<br>Trademark Applied for  | Date of<br>Trademark Applications |
|-------------------------------|--|-----------------------------------|
| 85/864805                     | A&M CRISIS CONCIERGE   | March 1, 2013                     |
| 85/864809                     | ALVAREZ & MARSAL CRISIS<br>CONCIERGE   | March 1, 2013                     |
| 85/868445                     | <br>Alvarez & Marsal Capital Partners &<br>Design | March 6, 2013                     |
| 85/868491                     | ALVAREZ & MARSAL CAPITAL<br>PARTNERS   | March 6, 2013                     |
| 85/868714                     | ALVAREZ & MARSAL TAX<br>TECHNOLOGY SOLUTIONS   | March 6, 2013                     |
| 85/868720                     | A&M TAX TECHNOLOGY<br>SOLUTIONS  | March 6, 2013                     |
| 85/933777                     | KRITOS   | May 16, 2013                      |